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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA OROMO COMMUNITY ASSOCIATION OF TAMPA BAY INC.

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LELISA HIKA

Name (Printed or typed)

27446 SUGAR LOAF DR

Address

TAMPA, FL 33544

City, State & Zip

813-407-3430

Daytime Telephone number

focatampabay@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

RECEIVED
16 APR - 1 PM 12: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 6, 2016

HAW FANTAYE ***2ND MAILING
6207 N. MANHATTAN AVENUE
TAMPA, FL 33614

SUBJECT: FLORIDA OROMO COMMUNITY ASSOCIATION OF TAMPA BAY
(FOCA) INC
Ref. Number: W16000025510

We have received your document for FLORIDA OROMO COMMUNITY ASSOCIATION OF TAMPA BAY (FOCA) INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 716A00007076

RECEIVED

16 JUN 23 AM 10:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Florida Oromo Community Association of Tampa bay

ARTICLE II PRINCIPAL OFFICE

Principal street address:
27446 Sugar Loaf Dr

Mailing address, if different is:

Wesley Chapel, FL 33544

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

=====PLEASE SEE ATTACHED=====

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed:

PLEASE SEE ARTICLE VIII

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:	EMMANUEL BEDASO (CHAIRMAN)	Name and Title:	
Address	27230 CORAL SORINGS DR	Address:	
	WESLEY CHAPEL, FL 33544		
Name and Title:	LELISA HIKA (VICE CHAIRMAN)	Name and Title:	
Address	27446 SUGAR LOAF DR	Address:	
	WESLEY CHAPEL, FL 33544		
Name and Title:	HAWI FANTAYE (SECRETARY/VICE	Name and Title:	
Address	TREASURER)	Address:	
	6207 N MANHATTAN AVE		
	TAMPA, FL 33614		

2

Name and Title:	BEDRU IBRAHIM (PUBLIC- RELATION)	Name and Title:	
Address:	12503 TINSLEY TER DRAPT 31 TAMPA, FL 33612	Address:	
Name and Title:	GEMECHIS GOBENA (TREAS)	Name and Title:	
Address:	6207 N MANHATTAN AVE TAMPA, FL 33614	Address:	

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

LELISA HIKA
Name: _____
27446 SUGAR LOAF DR
Address: _____
WESLEY CHAPEL, FL 33544

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

HAWI FANTAYE
Name: _____
6207 N MANHATTAN AVE
Address: _____
TAMPA, FL 33614

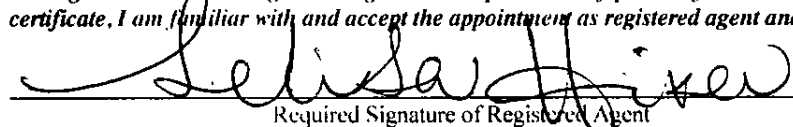
ARTICLE VIII EFFECTIVE DATE: 03/15/2016

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

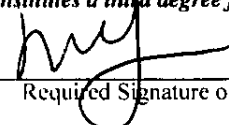
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature of Registered Agent

03/15/2016
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

* 
Required Signature of Incorporator

03/15/2016
Date

**LAWS OF THE FLORIDA OROMO COMMUNITY ASSOCIATION OF TAMPA BAY
AREA.**

PART I

SECTION I

Article I -- NAME

This association shall be known as:

Florida Oromo Community Association of Tampa Bay INC

Article II -- PRINCIPAL OFFICE

The principal office of the FOCA is located at 27446 Sugar Loaf Dr, Wesley Chapel, FL 33544. The Board of Directors and FOCA members/general assembly may change this office once the office space is obtained.

Article III -- PURPOSE

FOCA is organized exclusively to carry out activities such as religious, charitable, literary, and education purposes including but not limited to:

- a) To assist Oromo refugees and immigrants that immigrated to USA, Florida, Tampa Bay Area, due to the on-going political, social, and economic difficulties in Ethiopia:
- b) To introduce and promote Oromo People and their identity, culture, and democratic exercise to the great people of Florida, specially the Tampa Bay Area:
- c) To be able to facilitate Oromo culture and language centre for the growing Oromo community members throughout Florida, especially Tampa Bay:
- d) To sponsor and provide assistance to Oromo refugees and immigrants coming to the USA, especially Tampa Bay Area:
- e) To educate and encourage Oromo people to respect not only their own culture, but also the diversity of cultures in the U.S.A.:
- f) To expand the economic and social values of members through education, sports, awareness, and other similar activities:
- g) To do and perform such acts as necessary or appropriate in carrying out the foregoing purposes of FOCA and in connection there with to exercise

any of the power granted to non-profit association by the relevant laws and regulations.

SECTION II

Article IV -- REGISTERED AGENT

The registered agent of FOCA may be changed from time to time by the Board of Directors.

PART II

THE STRUCTURE OF FOCA

Article V - BODIES OF FOCA

FOCA shall be administered and guided by the following bodies:

- a) General Assembly
- b) Board of Directors
- c) Committees

SECTION A

Article VI -- THE GENERAL ASSEMBLY

- a) This is an assembly of all the members. It is the highest authority of the FOCA.
- b) Every year, the General Assembly approves or rejects persons recommended by the Board of Directors to serve as members of the various committees of the Association.
- c) The General Assembly elects its chair. The General Assembly shall be convened once a year to:
 - a. receive and discuss reports of the Board of Directors and the executive;
 - b. Director regarding FOCA programs for the subsequent year;
 - c. approve the Board of Directors for the following years;
 - d. hear the goals and desires of the Association as expressed by the members; and
 - e. Discuss and approve general policies formulated by the Board for the following year.
- d) *The December meeting shall be considered the annual meeting of the members.*

SECTION I - SPECIAL MEETINGS

- a) Special meetings of the General assembly may be called by the President, any member of the Board of Directors, or by fifty (50%) or more of the voting members.

SECTION B

Article VII -- BOARD OF DIRECTORS

The members of Board Directors of the FOCA shall be at least three (3) and no greater than nine (9).

Article VIII -- NOMINATION, ELECTION, AND TERMS

A majority (50% + 1) of quorum-voting members shall elect board members to two-year term at the annual general assembly meeting.

Article IX -- COMPOSITION AND VOTING REQUIREMENTS

The FOCA recognizes that within Oromo community, there are different group of individuals who may hold diverse views. It is the FOCA's intent that such differing views be given equal voice and opportunity to be heard.

All actions taken by the Board of Directors of FOCA shall require a seventy-five per cent (75%) vote of all duly elected directors.

Article X -- ANNUAL MEETING

The annual meeting of the Board of Directors shall be held in December of each year for electing Officers and for the transaction of such other business as may come before the meeting. The annual meeting shall be at the place and time specified in the notice of said meeting and shall follow the annual meeting of the members.

Article XI -- SPECIAL Meetings

All meetings of the Board of Directors other than the annual meetings shall be special meetings. The special meetings of the Board of Directors may be called by or at the request of the Board of Directors, President, Secretary, the Vice President, to be held in such place and such time as the person or persons calling such meetings shall specify.

Article XII -- RESIGNATION

- a) Member of Board of Directors may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary of the FOCA.
- b) A resignation is effective when the notice is effective under relevant laws, unless the notice specifies a later date. Unless otherwise specified with respect thereof, the acceptance of a resignation shall not be necessary to make it effective.

Article XIII -- VACANCIES

A majority of the remaining Directors shall fill any vacancy occurring in the board of directors by the reason of resignation, sickness, death, or other incapacity of Board

Article XIV -- GENERAL

- a) The business and the affairs of the FOCA shall be managed and controlled by its Board of Directors.
- b) Subject to the provision to relevant laws, this Bylaw the Board of Directors shall do and perform every act and thing whatsoever shall deem necessary, expedient, or advisable to carry out the purpose of the FOCA.

Article XV -- NOTICE

- a) Notice of the annual meeting of the Board of Directors shall be given at least ten (10) days prior thereto by writing, delivered personally or mailed or telegraphed or emailed to each Director.
- b) Notice of special meetings of the Board of Directors shall be given at least five (10) days thereto by writing, delivered personally, mailed or telegram or emailed to each Director.

Article XVI -- QUORUM

Sixty per cent (60%) of the Directors in the office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than a quorum is present at meeting, any of the Directors present may adjourn and reconvene the meeting from time to time without further notice.

Article XVII -- MANNER OF ACTING

The act of sixty per cent (60%) of the directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless relevant laws require the act of a greater number.

- a) Each member of the Board of Directors, including the Director presiding at the meeting of the Board of Directors, shall be entitled to one vote.

Article XVIII -- ACTION BY UNANIMOUS WRITTEN CONSENT

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by the Directors of the FOCA.

Article XIX -- PRESUMPTIONS OF ASSENT

A Director of the FOCA who is present at a meeting of the Board of Directors at which action on any FOCA matter is taken shall be presumed to have a assent to the action taken, unless his or her dissent shall be entered in the minutes of the

person acting as the secretary before the adjournment thereof , or shall forward such dissent by registered mail to the secretary of the FOCA maximum within two (2) days after the adjournment of the meeting. Such a right to dissent shall not apply to a director who voted in favour of such action.

Article XX -- COMPENSATION AND EXPENSES

Directors shall serve without salary. Expenses incurred in connection with performance or their official duties may be reimbursed to Directors upon approval of the Board of Directors.

SECTION C

COMMITTEES

Article XXI - CREATION

- a) The Board of Directors shall have the power to create committees by a resolution adopted by a majority of Directors in office.
- b) Such committees may be authorized to make a recommendation to the Board of Directors regarding the business of the FOCA.

Article XXII -- GENERAL POWERS AND LIMITATION OF COMMITTEES

- a) The Board of Directors shall have the power at any time to fill vacancies in, to change the size or the membership of, and to discharge any committee.
- b) Each committee shall have and may exercises of such power as may be conferred or authorized in this bylaws or the resolution appointing it.
- c) No committee shall have the authority to prove or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the FOCA's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the articles of this bylaw.
- d) The creation of, delegation of, authority to or action by committee shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him, or her by this bylaws and shall not alone constitute compliance by the Board of Directors or any new individual Director with the standards of conduct described in the relevant laws.

Article XXIII -- REMOVAL OF MEMBERS OF A COMMITTEE

The Board of Directors by resolutions adopted by a majority of the Directors in Office may remove at any time, with or without cause, any member or members of any committee.

Article XXIV -- MEETING

- a) Regular meetings on any committee may be held without notice at such times and places as the committee may fix from time to time by resolution.
- b) Special meetings of any committee may be called by any member thereof upon not less than two (2) days' notice to each member and date, time, and place of the meeting.
- c) Each committee shall keep minutes of its proceedings and make a written report to the Board of Directors of its actions within reasonable time subsequent to the meeting.

SECTION III

OFFICERS

Article XXV -- Officers and initial officers

The Officers of the FOCA shall Consist chairman, vice chairman, secretary, public relation officer, and treasurer.

Initial board members are:

- | | |
|--------------------------------|--|
| 1. Chairman | Emmanuel Bedaso
27230 Coral Springs Dr
Wesley Chapel, FL 33544 |
| 2. Vice Chairman | Lelisa Hika
27446 Sugar Loaf Dr
Wesley Chapel, FL 33544 |
| 3. Secretary/vice
treasurer | Hawi Fantaye
6207 N Manhattan Ave
Tampa, FL 33614 |
| 4. Public relation | Bedru Ibrahim
12503 Tinsley Terr DR Apt # 31
Tampa, FL 33612 |

5. Treasurer

Gemechis Gobena
6207 N Manhattan Ave
Tampa, FL 33614

- a) The Board of Directors shall elect each of them from its membership.
- b) Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors except the officers of president and a vice president.

Article XXVI – ELECTION AND TERM OF OFFICE

- a) The officer of FOCA shall be elected annually by the Board of directors at the meeting of the Board of Directors.
- b) Each officer shall hold office until his or her successor shall have been duly elected and accepted office or until his or her death or until he or she shall resign or shall have been removed in the manner herein after provided.

Article XXVII -- REMOVAL

- a) Any officer elected by the Board Director may be removed by majority vote of all of the members of Board of Directors whenever in its judgment the best interest of the FOCA would be served thereby.
- b) Officers are required to be present at every meeting conducted by the FOCA.
- c) Any officer who is unavailable to fulfil his or her obligation should submit his or her resignation so the FOCA may conduct its business in an orderly manner.

Article XXVIII – VACANCIES

The Board of Directors, for the unexpired portion of the term, may fill a vacancy in any office due to death, resignation, removal, disqualification, or other cause.

Article XXIX -- PRESIDENT

- a) The president shall preside at all meetings of the Board of Directors and, subject to the control of the Board of Directors, he or she shall be charged

with the general supervision, management, and control of all the business and affairs of the FOCA.

- b) He or she shall sign, with the secretary or any other proper officer of the FOCA thereunto authorized by the Board of Directors, any contract or any other instrument which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the FOCA, or shall be required by the law to be otherwise signed or executed.
- c) The president shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Article XXX -- VICE PRESIDENT / PRESIDENT ELECT

- a) The president/ vice president elect shall :
 - a. performs all duties of the President in the absence of that officer;
 - b. assists the Executive Director in internal and external affairs as requested
 - c. promotes the recruitment of new members
 - d. promotes the fund raising operations of Association
- b) The vice president shall perform such other duties as from time to time may be prescribed by the president or the Board of Directors.

Article XXXI -- SECRETARY

The Secretary shall have responsibility for

- a) preparing, in consultation with the President, the agenda of the Board meetings
- b) preparing minutes of meeting of the Board of Directors and keeping the same in one or more books provided for the purpose,
- c) authenticating records for FOCA
- d) seeing all notices are duly given in accordance with this bylaws or the articles of incorporation or as required by law,
- e) being custodian of the FOCA's records unsealed, and seeing the seal is affixed to all documents, the execution of which, on behalf of FOCA under its seal, is duly authorized,

- f) The president or the Board of Directors may prescribe performing all duties incident to the office of secretary and such other duties from time to time.

Article XXXII -- TREASURER

- a) If the required by the Board of Directors, the treasures shall give a bond for the faithful discharges of his or her duties in such form and with such survey or sureties as the Board of Directors shall determine.
- b) He or she shall have charge and custody of all FOCA full and accurate accounts or all receipts and disbursements, and he or she shall deposit all money and other valuable effects in the name of FOCA in such depositaries as may be designated for that purpose by the Board of Directors.
- c) He or she shall disburse the funds of the FOCA, taking the proper vouchers for such disbursements, and shall render to the president and the Directors of the Board or whenever requested by them in account of his or her transactions as treasurer and of the financial condition of the FOCA.
- d) The treasurer shall be ex officio member of any committee of the FOCA empowered to disburse or commit funds of the FOCA.
- e) Treasurer shall review each month's financial reports and disbursements of funds for which the FOCA is accountable and shall oversee and be responsible for the proper recordkeeping of all corporate account, disbursements or receivables.

Article XXXIII -- ADDITIONAL OFFICERS

Officers and assistant officers in addition to those herein above-described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the president or the Board of Directors.

Article XXXIV -- COMPENSATIONS AND EXPENSES

Officers shall serve without salary unless they are also employee of the FOCA. The Board of Directors may reimburse expenses incurred in connection with the performance of their official duties to officers upon approval.

SECTION IV

Employees

Article XXXVI -- Executive Director

- a) The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board.
- b) Such Executive Director may be an employee of the FOCA and, subject to the direction and control of the Board of Directors or president, shall be the chief administrative officer of FOCA and shall direct and supervise the business and affairs of the FOCA.
- c) He or she shall also be an assistant secretary and assistant treasurer of the FOCA, and shall be ex officio member of all committees. The director shall advise the Board of Directors on all aspects and development relating to the FOCA's objectives.
- d) The Executive Director shall perform such other duties as from time to time may be described by the President or the Board of Directors.

Article XXXVII -- OTHER EMPLOYEES

- a) The Board of Directors may establish such other positions of employment as it deems desirable from time to time and shall fix the salaries for such positions.
- b) Subject to the control and direction of the Board of Directors, the executive director shall hire and discharge employee necessary for the proper conduct of the business of FOCA.

PART III

MEMBERSHIP

Article 38 -- MEMBERS

- a) An Oromo who is in Tampa Bay Area and eighteen years and above has the right to be a member of the FOCA.
- b) The membership shall be by application with a majority approval of the Board of Directors.
- c) Membership and voting rights will be given to those members who have paid their monthly membership dues, as provided in this bylaw.
- d) All members shall have the right to receive notice of and attend the quarterly meetings of the membership which shall be held on dates selected by the Board, at the place and time specified on the notice of said meeting.

- a) The Board may possibly accept a non-Oromo who makes the highest contributions or who has the potential and inclination to support the Organization as an honorary member subject to an approval.
- b) *Honorary member can be awarded from time to time by the Board of Directors to the individual member of other ethnic or community or groups who wish to support the purposes of the FOCA.*
- c) Like regular member, honorary member could use the facilities of the Organization and participate in recreational activities. This member can also attend meetings, participate in activities, and receive FOCA mailings.
- d) No honorary member has the voting rights under any circumstances.

Article XXXIX -- MEMBERSHIP DUES

A member:

- a) Pays a onetime registration fee of \$100.00 (One-hundred dollars).
- b) Pays a membership due of \$10.00 (ten dollars) on a monthly, basis starting from the next month after registration;
- c) Gets legal receipts upon making payments to the Organization;
- d) Makes monthly membership due at the beginning of each month or on his /her own free will could make payment in advance for a year or less; and
- e) A member will be exempted by the Board from paying full or partial amount of the monthly dues, if he/ she are a student or unemployed for good reason.
- f) The Board of Directors shall review the monthly membership dues amount at annually and shall make written announcement of changes in the amount of the dues to the members at least 30 days before the changes shall become effective.

Article XL -- VOTING RIGHTS

Voting rights will only be given to those regular members who have paid their monthly dues in accordance with these bylaws. Any member with membership dues in arrears will be notified that their voting rights have been suspended. Upon paying all arrearage the voting rights of a member will be restored immediately.

Article XLI -- TERMINATION OF MEMBERSHIP

- a) A Member shall become delinquent if annual dues are not paid within two (2) months of the initial dues notification. A notice of delinquency shall be given by the Board of Directors and the Membership shall be terminated if payment is not made within thirty (30) days of notice. Any individual whose Membership has been terminated for reasons of delinquency may be reinstated according to resolution made by the Board of Directors. The Board may decline to reinstate Members whose Membership has been terminated for reasons of delinquency.

- b) By a two-thirds (2/3) affirmative vote, the Board of Directors may expel a member:
 - a. who abuses his/ her power and shirks responsibilities;
 - b. repeatedly does not carry out a given assignment properly;
 - c. knowingly and intentionally does anything that defiles the name of the FOCA;
 - d. Knowingly and intestinally engages in any activity that directly or indirectly creates impediments to the development of the purposes of the FOCA
- c) A Member's Membership in FOCA is automatically terminated upon death, incapacity and resignation of any member

Article XLII -- RESIGNATIONS

A Member desiring to resign shall submit in writing notification to the Board of Directors for its action. The Board of Directors shall terminate membership upon the acceptance of the resignation.

A member is considered as resigned from the FOCA when he/she is transferred to another state or country due to work or any other factor.

Article XLIV -- SUSPENSION OF MEMBER SHIP

- a) A member is suspended upon (a) failing to accept and respect the decisions of the Board of Directors and (b) if he/ she exhibits negative attitude towards the objectives and activities of the FOCA.
- b) If a member who has been suspended has completely reformed, pays fines (if any), and after the FOCA is convinced that the member could meet all the standards set by the association, the suspension shall be lifted and the membership rights and privileges restored,

Article XLIV -- EFFECTS OF TERMINATION OF MEMBERSHIP

A Member whose membership has been terminated or suspended may be liable to the FOCA for dues, assessments or fees as a result of obligations incurred or commitments made prior to such termination, or suspension. Dues are incurred at the beginning of each fiscal year and no refunds shall be given for termination, suspension.

PART FOUR

CONTRACTS AND BANKING

Article XLV -- CONTRACTS

The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of FOCA, and such authority may be general or confined to specific instances.

Article XLVI -- DEPOSITS

All funds of FOCA not otherwise employed shall be deposited from time to time to the credit of the FOCA and such banks, trust companies and other depositories as the Board of Directors may select.

Article XLVII -- CHECKS

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the FOCA shall be signed by such officer or officers, or agent or agents, of the FOCA, and in a manner as shall from time to time be determined by resolution by the Board of Directors.

Article XLVIII -- LOANS

No loan shall be made by or to the FOCA and no evidences of indebtedness shall be issued in its name, unless authorized by the resolution by the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loan shall be made by FOCA to its Directors or officers.

PART FIVE

Gifts

Article XLIX -- Method

- a) Donors may make gifts to the FOCA by naming or otherwise identifying the FOCA, whether or not one or more agents are designated to have custody of the property distributed, investment management authority with respect to the property contributed, or both such custody and such authority.
- b) Gifts shall vest in the FOCA upon receipt and acceptance by it, whether signified by an officer, employee or agent of the FOCA. The FOCA may enter

investment management authority with respect to the property of the FOCA, or both such custody and authority specifying additional terms and conditions

- c) Notwithstanding of the above provisions, each such agreement shall empower the FOCA to replace the agent for breach of fiduciary duty under state law, for failure to produce a reasonable, as determined by the Board of Directors, return of net income within the meaning of relevant laws, over a reasonable period of time, as determined by the Board of Directors, of failure to produce reasonable, as determined by the Board of Directors, appreciation over reasonable period of time, or for any other reason.

Article L -- GIFTS AND TRUSTS

- a) If a gift is made to a trustee in the trust to who make income or other payments for a period of a life or lives, or other period, to any individuals or for non-charitable purpose, fall by payments to the FOCA, or in trust to make income or other payments to FOCA, followed by payments to any individuals or for non-charitable purpose, only the payment to the FOCA shall be regarded as subject to the articles of incorporation and these bylaws, and then only when the FOCA becomes entitled to their use.
- b) The Board of Directors may take such action as it from time to time deems necessary to protect the FOCA's rights to receive such payments.

Article LI -- DONOR'S RESTRICTIONS

Any donor may, with respect to a gift made by such donor to the FOCA, imposed at the time of the gift restrictions or conditions which are not inconsistent with the charitable, literary, educational, and scientific purposes of the FOCA and which do not prevent the FOCA, from freely and effectively employing the transferred assets and the income derived there from in furtherance.

Article LII -- Scope and power

FOCA shall have all the powers and prerogatives permitted under the laws of the state Florida for not-for-profit corporations and shall collect membership fees and donations to cover its activities in order to legally and sufficiently attain its stated purpose. Membership fees shall be established by the association bylaws. FOCA shall have one class of members whose rights, privileges, designations, qualifications, and obligation shall be specified by its bylaws.

Article LIII VARIANCE

Whenever in the sole judgement of the Board of Directors, without the necessity of the approval of any participating trustee, custodian, or agent, any restriction or condition on the distribution of funds for any specified charitable, educational, or scientific purposes or to specified organizations or governmental units becomes, in effect, unnecessary, incapable of fulfilment, or inconsistent with the charitable, literary, educational, and scientific needs of the State of Florida, the Board of Directors may, by the affirmative vote of majority of its members, or such application of the whole or any part of the principal or income of fund as in its judgment as is necessary to serve more effectively the charitable, literary, educational, and scientific purposes of FOCA.

PART VI

ACCOUNTING YEAR END AUDIT

Article LIV -- ACCOUNTING YEAR

The accounting year of FOCA shall begin on the first day January and end on the last day of December in each year.

Article LV -- AUDIT

An independent audit appointed by the board of Directors shall at such time as the Board may determine, but at least annually, prepare for the FOCA as whole consolidated financial statement, including a statement of combined capital assets and liabilities, and a statement of income, expenses and distributions, and a list of projects or organizations or for charitable; education, or scientific purposes, and such other financial reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by the state or Federal Government to be filed by the FOCA. The auditor's charges and expenses shall be proper expenses.

PART SEVEN

Article LVI -- AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws adopted by vote of seventy-five per cent (75%) of meetings of General Assembly.

ARTICLE LVII – DISSOLUTION

Upon dissolution of FOCA, or the winding up of its affairs, and after the association shall be transferred through appropriate procedure prescribed by the relevant law and through appropriate documentation to one or more comparable not for profit organization which themselves are exempt as organizations described in sections 501(c)(3) of the internal revenue code of 1986 or the corresponding provision of any subsequent Federal Tax Laws.